

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:)	
)	Chapter 11
BIG LOTS, INC., <i>et al.</i>)	
)	Case No. 24-11967 (JKS)
)	
Debtors. ¹)	(Jointly Administered)
)	
)	Re: D.I. 2840
)	

**CERTIFICATION OF COUNSEL REGARDING JOINT STIPULATION BY AND
AMONG THE DEBTORS AND GORDON BROTHERS RETAIL PARTNERS, LLC
RESOLVING MOTION BY GORDON BROTHERS RETAIL PARTNERS, LLC
SEEKING AN ORDER (A) ENFORCING THE ASSET PURCHASE AGREEMENT,
AGENCY AGREEMENT AND SALE APPROVAL ORDER AND (B) GRANTING
RELATED RELIEF**

1. On May 30, 2025, Gordon Brothers Retail Partners, LLC (“GBRP”) filed the *Motion by Gordon Brothers Retail Partners, LLC Seeking an Order (A) Enforcing Asset Purchase Agreement, Agency Agreement and Sale Approval Order and (B) Granting Related Relief* [D.I. 2840] (the “Motion”).² The Motion seeks, among other things, entry of an order enforcing the GBRP Sale Order and GBRP APA (including the associated GBRP Agency Agreement) by (a) compelling the Debtors to turn over to GBRP (i) \$10,000,000 in proceeds from HQ Sale (the “HQ Sale Proceeds”) and (ii) \$295,095.29 in funds allegedly owed to GBRP under the GBRP APA and GBRP Agency Agreement (the “Additional Funds”) or (b) in the alternative, requiring the Debtors

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin Granville Road, Columbus, OH 43081.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

to escrow all disputed funds in an aggregate amount of not less than \$10,295,095.29. Objections to the Motion were due by 4:00 p.m. (ET) on June 13, 2025, which deadline (the “Objection Deadline”) was consensually extended by GBRP until June 20, 2025 at 4:00 p.m. (ET) and further extended *sine die* pending resolution of the Motion.

2. On April 17, 2025, counsel to the Debtors sent a letter to GBRP (the “April 17 Letter”) asserting that the Debtors’ withholding of the HQ Sale Proceeds was necessary and appropriate because GBRP had (a) failed to fund certain required amounts under the GBRP APA and (b) improperly attempted to claw back certain funds previously advanced to the Debtors, collectively in an aggregate amount of \$11,551,000.00 (such disputes, collectively, the “Budget Dispute”).³

3. Prior to and following the Objection Deadline, the debtors and debtors-in-possession (collectively, the “Debtors”) in the above-captioned chapter 11 cases (the “Chapter 11 Cases”) and their advisors engaged in extensive good-faith negotiations with GBRP concerning the relief requested in the Motion and the Budget Dispute. GBRP consensually extended the Objection Deadline for the Official Committee of Unsecured Creditors appointed in these Chapter 11 Cases (the “Committee”) and the Debtors to allow for these negotiations to proceed without the Debtors or the Committee having to file a protective objection. No other party-in-interest filed or otherwise made any formal or informal objection to the relief requested in the Motion prior to the Objection Deadline, and no other party-in-interest sought, or was granted, an extension to do so.

4. Following the aforementioned negotiations, the Debtors and GBRP have

³ Further details regarding the Budget Dispute are set forth in paragraphs 21 and 22 of the Motion. A copy of the April 17 Letter is attached to the Motion as Exhibit F.

consensually resolved the Debtors' objections to the relief requested in the Motion, as well as the Budget Dispute, as memorialized in the *Joint Stipulation by and Among the Debtors and Gordon Brothers Retail Partners, LLC Resolving Motion by Gordon Brothers Retail Partners, LLC Seeking an Order (A) Enforcing the Asset Purchase Agreement, Agency Agreement and Sale Approval Order and (B) Granting Related Relief* (the "Stipulation"). The Stipulation is attached as Exhibit 1 to the proposed order (the "Proposed Order") that is attached hereto as **Exhibit A** and that seeks approval of the Stipulation.

5. The undersigned further certifies that the terms of the Stipulation have been approved and are supported by GBRP and the Committee.

6. The undersigned respectfully requests entry of the Proposed Order authorizing the Stipulation without further notice or a hearing.

Dated: August 5, 2025
Wilmington, Delaware

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